



DECISION OF THE GOVERNING BOARD OF THE ETF

THE GOVERNING BOARD OF THE EUROPEAN TRAINING FOUNDATION

Set up by Article 7 of Council Regulation (EC) N° 1339/2008 of 16 December 2008 establishing a European Training Foundation (recast)¹,

Having regard to the second paragraph of Article 7(5) thereof,

Considering that Commission Regulation (EC, Euratom) No. 652/2008 of 9 July 2008 on the framework Financial Regulation for the bodies referred to in Article 185 of Council Regulation (EC, Eurotam) No. 1605/2002 applies to the Foundation;

Considering that the Financial Regulation of the European Training Foundation (GB09DEC003) has been approved by the Governing Board in 9 January 2009;

HAS ADOPTED THE FOLLOWING RULES OF PROCEDURE OF THE GOVERNING BOARD:

MEMBERSHIP AND APPOINTMENT OF THE CHAIRPERSON

Article 1

1. In accordance with Article 7 of the Regulation (EC) N° 1339/2008, the Governing Board shall consist of one representative of each Member State, three representatives of the Commission, as well as three non-voting experts appointed by the European Parliament.

In addition, three representatives of the partner countries may attend meetings of the Governing Board as observers.

Representatives may be replaced by alternates appointed at the same time.

2. The Member States and the Commission shall each appoint their own representatives and their alternates.

The representatives of the partner countries shall be appointed by the Commission from a list of candidates proposed by those countries on the basis of their experience and expertise in the Foundation's areas of work.

The Member States, the European Parliament and the Commission shall endeavour to achieve a balanced representation of men and women on the Governing Board.

3. The term of office of representatives shall be five years. It shall be renewable once.
4. The Governing Board shall be chaired by one of the representatives of the Commission. The term of office of the Chairperson shall expire when his or her membership of the Governing Board ceases.
5. Pursuant to Article 5(2) of the Regulation (EC) N° 1339/2008, the members of the Governing Board shall be subject to the obligation of professional secrecy referred to in Article 287 of the Treaty.
6. Pursuant to Article 11 of the Regulation (EC) N° 1339/2008, the members of the Governing Board shall act in the public interest and independently of any external influence. To this end they shall make a written declaration of commitment and a written declaration of interests every year.

¹ OJ L 354, 31.12.2008, p. 82.

VOTING RULES AND TASKS OF THE CHAIRPERSON

Article 2

1. The representatives of the Member States on the Governing Board shall each have one vote. The representatives of the Commission shall have one shared vote.

Decisions of the Governing Board shall require a two-thirds majority of its members entitled to vote, except in the cases referred to in paragraphs 2 and 3.

2. The Governing Board shall determine, by a unanimous decision of its members entitled to vote, rules governing the languages of the Foundation, taking into account the need to ensure access to, and participation in, the work of the Foundation by all interested parties.
3. The Chairperson shall convene the Governing Board at least once a year. Further meetings may be convened at the request of a simple majority of the members of the Governing Board entitled to vote within 30 calendar days from the request.
4. The Chairperson shall be responsible for informing the Governing Board of other Community activities relevant to its work and the Commission's expectations concerning the Foundation's activities in the forthcoming year.

POWERS OF THE GOVERNING BOARD

Article 3

1. Regulation (EC) N° 1339/2008 specifies the functions and powers conferred to the Governing Board. For the purpose of summarising these functions and powers, Annexes 1 and 2 are included in these Rules of Procedure as follows:
 - Annex 1 concerning powers and functions conferred to the members of the Governing Board, to the Chairperson, to the European Commission as member of the Governing Board, to the Member States as members of the Governing Board by the Regulation (EC) N° 1339/2008.
 - Annex 2 concerning the powers and functions conferred to the members of the Governing Board by the Financial Regulation of the European Training Foundation (GB/09/DEC/003).
2. With regards to the powers and functions conferred to the Governing Board on financial matters, considering that pursuant to Article 19 (1) of the Regulation (EC) N° 1339/2008 the financial rules applicable to the Foundation may not depart from the Framework Financial Regulation, the terms set out in the Financial Regulation of the European Training Foundation complement the terms of the Regulation (EC) N° 1339/2008.

CONVENING AND VENUE

Article 4

1. The Chairperson shall notify each member of the date of a meeting not less than 30 calendar days before the date thereof. S/He shall simultaneously send them the draft agenda comprising the items to be examined and any preparatory documents.
2. On her/his own initiative or at the request of a member of the Governing Board, the Chairperson may in urgent cases, where the measure to be adopted has to be applied immediately, shorten the deadline specified in paragraph 1 for dispatch of documents to 7 calendar days before the date of the meeting.
3. Meetings of the Governing Board shall normally be held at the seat of the ETF in Turin.

AGENDA

Article 5

1. The draft agenda of the GB plenary meeting will be proposed to members at least 30 calendar days before the meeting.
2. Any request by one or more members of the Governing Board for the inclusion of an item on the agenda or its deletion there from shall be sent in writing to the Chairperson at least 21 calendar days prior to the meeting. Any request sent in writing after that deadline may be included in the agenda under the item Any Other Business.
3. The agenda shall be adopted at the beginning of each meeting and shall clearly indicate points for adoption, discussion and information.

ATTENDANCE AT MEETINGS

Article 6

1. Pursuant to the first paragraph of Article 7(1) of Regulation (EC) N° 1339/2008, an alternate member may represent or accompany each member of the Governing Board. When accompanying a member, the alternate member shall attend without having the right to vote.
2. Members of the Governing Board, and their alternates, shall ensure that no third party with a commercial interest in any proposal or project is consulted on documents of a confidential nature or accompanies them to a Governing Board unless prior permission has been given by the Chairperson. The names, functions and current employers of these participants shall be communicated to the Chairperson at least 21 calendar days prior to any meeting.
3. Expenses incurred as a result of the attendance of the accompanying member and expenses incurred by representatives or alternate members of the Commission will not be reimbursed by the Foundation. Expenses incurred by the other members will be reimbursed by the Foundation.
4. Any member of the Governing Board who is unable to attend a meeting shall notify the Chairperson.
5. On a proposal from the Chairperson, the Governing Board may decide to allow the following persons to attend meetings without being entitled to vote:
 - persons particularly qualified in matters which are to be discussed;
 - two representatives of the ETF Staff Committee;
 - staff of the Foundation; and
 - staff of other EC services or EU Agencies qualified in matters which are to be discussed.
6. Attendance at one meeting does not automatically entitle guests to attend future meetings.
7. The Director shall participate, without the right to vote, in the meetings.

SUBCOMMITTEES, WORKING PARTIES

Article 7

1. The Board may establish subcommittees, working parties or other subsidiary bodies to advise it on particular issues. It shall determine their composition and shall appoint a Chairperson.
2. Each subsidiary body shall, if necessary and on the proposal of the Chairperson, decide its own procedure, except for matters provided for in this Article.
3. The Chairperson of the Governing Board shall have the right to attend, or be represented at, any meeting of the subsidiary body.
4. All travel and subsistence expenses incurred in connection with meetings of the subsidiary body shall be paid by the Foundation.

PROCEEDINGS

Article 8

1. The presence of at least two-thirds of the members with voting rights or persons validly representing them shall constitute a quorum. In the absence of a quorum, the Chairperson shall either proceed without taking any decisions or convene another meeting as soon as possible.
2. The proceedings of the Governing Board shall be confidential. Without prejudice to the provisions of Article 214 of the Treaty, the members of the Governing Board including their alternate members referred to in Article 6 shall refrain from disclosing any information or documents of a confidential nature obtained through the work of the Governing Board.

ADOPTION OF DECISIONS

Article 9

1. In accordance with Article 7(1) of Regulation (EC) N° 1339/2008, decisions by the Governing Board shall be adopted by a two-thirds majority of its members except in the case referred to in article 2(2) of the Rules of procedure.
2. In accordance with Article 1 (c) of Regulation (EC) N° 1339/2008, decisions by the Governing Board concerning the designation of other countries in which the Foundation may contribute in the context of EU external relations policies to improve human capital development shall be adopted by a two-thirds majority of its members. Proposals to designate other countries shall be made in writing by the Member States, by the Commission or by the Director to the Chairperson, who shall, within 30 calendar days from receipt of the proposal, be responsible for consulting the Commission. After a favourable opinion from the Commission and as far as available resources allow, the Chairperson shall forward the proposal for adoption by the Governing Board within 21 calendar days.

Article 9.1

1. Decisions by the Governing Board shall be adopted in plenary meetings or by written procedures in justified circumstances.
2. Matters that may require a written procedure shall be those that have been discussed at Governing Board plenary meetings, urgent matters and routine tasks.
3. The Agenda of each plenary meeting of the Board shall include a summary of decisions taken by written procedures since the last plenary meeting.
4. A summary of decisions taken at each meeting [or/and by written procedure] of the Governing Board shall be put on the ETF website "restricted area" for Governing Board members not later than 21 calendar days after the meeting [or after the deadline of the written procedure].

WORKING LANGUAGES

Article 10

The working languages of the Governing Board shall be English, French, German, Italian and Spanish.

MINUTES OF MEETINGS

Article 11

1. The Chairperson shall be responsible for the drafting of the minutes of each meeting.
2. These minutes shall include :
 - the list of those present;
 - a summary of issues raised;

- a list of key decisions taken with an indication of the voting figures for each vote taken when applicable; and
 - a list of action points.
3. The minutes shall be available to members at least 30 calendar days before the date envisaged for the next meeting.
 4. Motions to amend the draft minutes shall be submitted in writing not later than 7 calendar days before the opening of the meeting at which they are to be approved.

SECRETARIAT

Article 12

1. The Director of the Foundation shall prepare and organise the work of the Governing Board and shall provide the secretariat for its meetings. The Director shall assist the Governing Board in preparing its decisions.
2. The Secretariat will make use of communication technology to ensure cost effective, timely and secure distribution of documents [including the written procedure] and exchange between Governing Board members.
4. Correspondence intended for the Governing Board shall be addressed to the Chairperson.

PUBLIC ACCESS TO THE DOCUMENTS OF THE BOARD

Article 13

With due regards to considerations of confidentiality, the public will have access to the documents adopted by the Governing Board in accordance with the ETF's rules on public access to documents.

REVISION OF THE RULES OF PROCEDURE

Article 14

The Governing Board shall decide on the revision of its rules of procedure by a two-thirds majority of its members.

ENTRY INTO FORCE

Article 15

These amended Rules of Procedure repeal and replace the Rules of Procedure of the Governing Board dated 29 November 2005 and shall come into force on 16 June 2009.

15 June 2009



Odile Quintin
Chairperson



Annex 1 to the ETF Governing Board Rules of procedure

In accordance with Article 4 of these Rules of Procedure, the tables below illustrate a summary of the functions and powers pertaining to the members of the Governing Board, to the Chairperson, to the European Commission as member of the Governing Board, and to the Member States as members of the Governing Board.

In the event of ambiguities or discrepancies within or between such tables and the Regulation (EC) No. 1339/2008, the latter shall take precedence.

For ease for reference the following acronyms have been used:

ACC: Accounting officer of the Foundation

EC: European Commission

EP: European Parliament

ETF: European Training Foundation

FINCOP: Financial, Contract and Procurement Support Unit of the Foundation

GB: Governing Board

HR: Human Resources Unit of the Foundation

PMEU: Planning, Monitoring and Evaluation Unit of the Foundation

WP: ETF Work Programme

Part 1: Functions and powers of Governing Board members

Function or power	Applicable Article in Reg. 1339/2008	Deadline	Comments
Designate other countries in which ETF can contribute	Art. 1(c)	On-request	Proposal to be supported by 2/3 of the members and Commission

			opinion available
Agree in the undertaking by the ETF of other tasks	Art. 2 (h)	On-request	In agreement with the Commission
Adopt co-operation agreements	Art. 3(6)	On-request	Commission gives its opinion on draft before the GB
Authorise representatives of interested parties to take part in meetings of ETF bodies as observers	Art. 4(3)	Ad hoc	
Adopt the procedure for applying regulation 1049/2001 on documents held by ETF	Art. 4(4) Art. 9.i	Approved on 30/04/2004	
Determine the rules governing the languages of the Foundation	Art. 8 (2)	Determined with Article 10 of these Rules of Procedure	
Request further GB meetings	Art. 8(3)	On-request	Simple majority of members entitled to vote required
Appoint/dismiss the Director	Art. (9)(a)	On need	On a proposal from the Commission
Exercise disciplinary authority over the Director	Art. 9(b)	On-need	On a proposal from the Commission
Adopt annual work programme	Art. 9(c) Art. 12(5)	By 30 November preceding year at the latest	On draft of Director and after Commission opinion
Draw up annual estimate of expenditure and revenue and forward it to the Commission	Art. 9(d) Art 16(1)	By 31 March at the latest	(Art 27.1 ETF FR 2008) (Art 25.3 ETF FR 2008) EC to send to European Parliament
Deliver an opinion on the final accounts	Art. 17(5)	By 30 June	(Art 83.2 ETF FR 2008)
Adopt draft establishment plan and definitive budget	Art. 9(e) Art 16(5)	By 30 November of the preceding year at the latest	(Art 27.7 ETF FR 2008)
Adopt annual activity report	Art. 9(f) Art. 13(4)	By 15 June following year at the latest	
Draft an analysis and assessment of the draft annual activity report of the previous financial year	Art. 13(3)	By 15 June following year at the latest	(Art 40 ETF FR 2008)
Adopt ETF rules of procedures	Art. 9(g)	Approved in March 2008 (Director's decision)	

		ETF/008/DEC/006)	
Adopt financial rules applicable to ETF	Art. 9(h) Art. 19(1)	On need	Commission opinion on the draft (Art 34.1 ETF FR 2008)
Extend term of office of the Director	Art. 10(1)	On need	Commission proposal and taking account of the evaluation report
Approve the ETF's organisation structure	Art. 10(4)(j)	On need	
Make a written declaration of commitment and a written declaration of interests	Art. 11	Every year: June GB meeting	
Cooperate to ensure consistency between the ETF work and that of other Community actions	Art. 14	On need	Together with the Commission
Notify projects with significant financial implications	Art. 16(6)	On need	(Art 74.a ETF FR 2008)
Adopt necessary measures to help OLAF with internal investigations	Art. 19(4)	On need	
Adopt the implementing rules of the staff regulations	Art. 21(3)	On need	
Adopt provisions to allow national experts to be employed on secondment to ETF	Art. 21(4)	Approved on 16 January 2009 (Director's decision ETF/009/DEC/001)	
Decide about participation of third countries in ad hoc working parties	Art. 23(2)	On need	
Receive notification of ETF evaluations	Art. 24(1)	On need	(Art 25.4 ETF FR 2008)
Consult with the Commission on evaluation of the regulation	Art. 24(2)	Every four years	
Additionally			
Adopt its own Rules of procedure	Art. 7(5)	Within 6 months of its setting up	

Part 2: Functions and powers of the European Commission as member of the Governing Board and of the Governing Board Chairperson

Appoint own representatives and alternates	Art. 7(2)		Balanced representation of men and women needed
Appoint representatives of partner countries	Art. 7(2)		List proposed by partner countries
Appoint the GB chairperson	Art. 7(4)		
Chairperson to convene GB at least once per year and oany further meetings	Art. 8(3)		
Chairperson to inform GB of Community activities and expectations	Art. 8(3)		

Part 3: Functions and powers of the Member States as Governing Board members

Appoint representatives and alternates	Art. 7(2)		Balanced representation of men and women needed
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Part 4: Functions and powers of the European Parliament as Governing Board non-voting member

Appoint three non-voting experts to represent the European Parliament	Art. 7(1)		Balanced representation of men and women needed
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Annex 2 to the ETF Governing Board Rules of procedure

For ease of reference, the following table illustrate a summary of the duties pertaining to the members of the Governing Board under the current ETF Financial Regulation approved by the Governing Board in January 2009 – according to Art. 9 of the Rules of procedure.

In accordance with Article 4 of these Rules of Procedure, the table below illustrates a summary of the functions and powers pertaining to the members of the Governing Board according to the Financial Regulation of the European Training Foundation (GB/09/DEC/003).

In the event of ambiguities or discrepancies within or between such tables and the Financial Regulation of the European Training Foundation (GB/09/DEC/003), the latter shall take precedence.

For ease for reference the following acronyms have been used:

ACC: Accounting officer of the Foundation

EC: European Commission

EP: European Parliament

ETF: European Training Foundation

FINCOP: Financial, Contract and Procurement Support Unit of the Foundation

GB: Governing Board

HR: Human Resources Unit of the Foundation

PMEU: Planning, Monitoring and Evaluation Unit of the Foundation

WP: ETF Work Programme

Functions and powers	Deadline	Comments Applicable Article in ETF Financial Regulation
Decision on the carry-over of appropriations not used at the end of the previous financial year	On need If needed, no later than 15 February	(Art 10 ETF FR 2008)
The use of provisional twelfths for commitments and payments.	On need	(Art 14.3 ETF FR 2008)
The acceptance of donations made to ETF which may involve some financial charge	On need If needed, refusal of donations to be decided within 2 months of the date on which the request is submitted	(Art 20 ETF FR 2008)
The transfers of appropriations from one title to another beyond a maximum of 10% of the appropriations for the financial year shown on the line from which the transfer is made..	On need If needed, refusal of transfers to be made within 3 weeks	(Art 23.2 ETF FR 2008)
Receive information on all transfers of appropriations made by the director	On need If needed, as soon as possible	(Art 23.4 ETF FR 2008)
The modifications to the ETF establishment plan by up to 10% of posts authorized and with the exception of grades AD16, AD 15, AD 14 and AD 13	On need	(Art 32.1 ETF FR 2008)
Act as competent authority to which the director should refer to in case he/she is confronted to a case of conflict of interests (for measures he/she is taken as financial actor and/or his/her involvement in budget implementation, management, audit and control)	On need	(Art 35.3 ETF FR 2008)
Adoption of minimum standards (on the basis of equivalent standards laid down by the Commission) in compliance to which the authorising officer shall put in place the organisational structure and	On need	(Art 38.4 ETF FR 2008)

the internal management and control systems and procedures suited to the performance of his/her duties		
Receive information from any member of staff involved in the financial management and control of transactions who considers that a decision he/she is required by his/her superior to apply or to agree to is irregular or contrary to the principles of sound financial management.	On need	(Art 41 ETF FR 2008)
The appointment/temporary or definitive suspension of an ETF Accounting Officer. The appointment of an interim accounting officer	On need	(Art 43.1 ETF FR 2008) (Art 45.2 ETF FR 2008)
For financial irregularity, decision to set up a functionally independent panel or to participate in a joint panel established by several community bodies	On need	(Art 47.4 ETF FR 2008)
The GB and the Director receive report on findings and recommendations from internal auditor and should ensure that action is taken on internal audit reports and recommendations	On-going	(Art 72.3 ETF FR 2008)
Receive information from the Director on the observations of the European Parliament contained in the resolution accompanying the discharge decision. Cooperate with the Director who shall make every effort to take measures, as soon as possible, to remove or facilitate removal of the obstacles to the postponement of the EP discharge decision.	On need	(Art 94 ETF FR 2008)
As far as is necessary and with the Commission's prior consent, adopt detailed rules for implementing the ETF financial regulation	On need	Commission opinion on the draft (Art 98 ETF FR 2008)